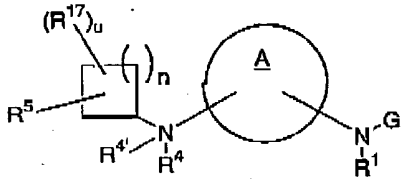
AMENDMENTS TO THE CLAIMS

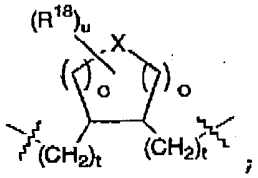
1. (CURRENTLY AMENDED) A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is



;

G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$;

~~W, at each occurrence, is independently selected from C or N, provided at least two of W are C;~~

X is O;

~~X^1 and X^2 are independently selected from C and N;~~

~~Z^1 is selected from C and N;~~

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~~Z^2 is selected from NR^{1a}, O, S and C;~~

R^1 and R^2 are independently selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

R^{1a} is independently selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

R^a, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^bR^b$, $(CH_2)_rOH$, $(CH_2)_rOR^c$, $(CH_2)_rSH$, $(CH_2)_rSR^c$, $(CH_2)_rC(O)R^b$, $(CH_2)_rC(O)NR^bR^b$, $(CH_2)_rNR^bC(O)R^b$, $(CH_2)_rC(O)OR^b$, $(CH_2)_rOC(O)R^c$, $(CH_2)_rCH(=NR^b)NR^bR^b$, $(CH_2)_rNHC(=NR^b)NR^bR^b$, $(CH_2)_rS(O)_pR^c$, $(CH_2)_rS(O)_2NR^bR^b$, $(CH_2)_rNR^bS(O)_2R^c$, and $(CH_2)_r$phenyl;

R^b, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^c, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

~~alternatively, R^2 and R^3 join to form a 5, 6, or 7 membered ring substituted with 0-3 R^a;~~

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R^3 is selected from a $(CR^{3'}R^{3''})_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is hydrogen, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

~~alternatively, R^4 joins with R^8 or R^{11} to form a pyrrolidine or piperidine ring system substituted with 0-3 R^{4d};~~

$R^{4'}$ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4a}$, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4c};

R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;

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R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;

~~R^{4d}, is selected from H, C_{1-6} alkyl, $(CHR')_qOH$, $(CHR')_qOR^{7a}$, $(CHR')_qOC(O)R^{7b}$, $(CHR')_qOC(O)NHR^{7a}$,~~

R^5 is selected from a $(CR^{5'}R^{5''})_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16} and a $(CR^{5'}R^{5''})_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16};

$R^{5'}$ and $R^{5''}$ at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

~~R^7, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qSH$, $(CHR')_qOR^{7d}$, $(CHR')_qSR^{7d}$, $(CHR')_qNR^{7a}R^{7a'}$, $(CHR')_qC(O)OH$, $(CHR')_qC(O)R^{7b}$, $(CHR')_qC(O)NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}C(O)R^{7a}$, $(CHR')_qNR^{7a}C(O)H$, $(CHR')_qC(O)OR^{7a}$, $(CHR')_qOC(O)R^{7b}$, $(CHR')_qS(O)_pR^{7b}$, $(CHR')_qS(O)_2NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}S(O)_2R^{7b}$, $(CHR')_qNHC(O)NR^{7a'}R^{7a}$, $(CHR')_qNHC(O)OR^{7a}$, $(CHR')_qOC(O)NHR^{7a}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7c}, and~~

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~~a $(CHR')_t$-5-10-membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e},~~

~~R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e},~~

~~R^{7b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_t$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_t$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e},~~

~~R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_tC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_tCF_3$, NO_2, CN, $(CH_2)_tNR^{7f}R^{7f}$, $(CH_2)_tOH$, $(CH_2)_tOC_{1-4}$ alkyl, $(CH_2)_tSC_{1-4}$ alkyl, $(CH_2)_tC(O)OH$, $(CH_2)_tC(O)R^{7b}$, $(CH_2)_tC(O)NR^{7f}R^{7f}$, $(CH_2)_tNR^{7f}C(O)R^{7a}$, $(CH_2)_tC(O)OC_{1-4}$ alkyl, $(CH_2)_tOC(O)R^{7b}$, $(CH_2)_tC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_tS(O)_pR^{7b}$, $(CH_2)_tNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_tS(O)_2NR^{7f}R^{7f}$, $(CH_2)_tNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{7e},~~

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~~R^{7d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{7e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e};~~

~~R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, $(CF_2)_xCF_3$, $(CH_2)_xOC_{1-5}$ alkyl, $(CH_2)_qOH$, OH, $(CH_2)_qSH$, SH, $(CH_2)_xSC_{1-5}$ alkyl, $(CH_2)_qNR^{7f}R^{7f}$, and $(CH_2)_x$phenyl;~~

~~R^{7f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;~~

~~R^8 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_x$phenyl substituted with 0-3 R^{8a};~~

~~R^{8a}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_xCF_3$, $(CH_2)_xOC_{1-5}$ alkyl, OH, CH_2, $(CH_2)_xCC_{1-5}$ alkyl, $(CH_2)_xNR^{7f}R^{7f}$, and $(CH_2)_x$phenyl;~~

~~alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;~~

~~R^{8b} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_x$ phenyl;~~

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~~R^{11}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qCR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11b}$, $(CH_2)_qNR^{11a}C(O)NR^{11a'}R^{11a}$, $(CH_2)_rC(O)OR^{11a}$, $(CH_2)_qOC(O)R^{11b}$, $(CH_2)_qS(O)_pR^{11b}$, $(CH_2)_qS(O)_2NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}S(O)_2R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c},~~

~~R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c},~~

~~R^{11b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-6} carbocyclic residue substituted with 0-2 R^{11c}, and a $(CH_2)_r$ 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c},~~

~~R^{11c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{11f}R^{11f}$,~~

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~~$(CH_2)_rOH$, $-(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl,~~
~~$(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11f}R^{11f}$,~~
~~$(CH_2)_rNR^{11f}C(O)R^{11a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl,~~
~~$(CH_2)_rOC(O)R^{11b}$, $(CH_2)_rC(=NR^{11f})NR^{11f}R^{11f}$,~~
~~$(CH_2)_rNHC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rS(O)_pR^{11b}$,~~
~~$(CH_2)_rS(O)_2NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}S(O)_2R^{11b}$, and~~
~~$(CH_2)_r$phenyl substituted with 0-3 R^{11e},~~

~~R^{11d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e},~~

~~R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl,~~

~~R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl,~~

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{15d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$,

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$(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rNHC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

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R^{15d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, and $(CH_2)_r$phenyl;

R^{15f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{16d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rNHC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8}

alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$

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alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{17}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{17d}$, $(CH_2)_qSR^{17d}$, $(CH_2)_qNR^{17a}R^{17a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{17b}$, $(CH_2)_rC(O)NR^{17a}R^{17a'}$, $(CH_2)_qNR^{17a}C(O)R^{17b}$, $(CH_2)_qNR^{17a}C(O)H$, $(CH_2)_rC(O)OR^{17a}$, $(CH_2)_qOC(O)R^{17b}$, $(CH_2)_qS(O)_pR^{17b}$, $(CH_2)_qS(O)_2NR^{17a}R^{17a'}$, $(CH_2)_qNR^{17a}S(O)_2R^{17b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{17c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{17c};

R^{17a} and $R^{17a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{17e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{17f}R^{17f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{17b}$, $(CH_2)_rC(O)NR^{17f}R^{17f}$, $(CH_2)_rNR^{17f}C(O)R^{17a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{17b}$, $(CH_2)_rC(=NR^{17f})NR^{17f}R^{17f}$, $(CH_2)_rS(O)_pR^{17b}$, $(CH_2)_rNHC(=NR^{17f})NR^{17f}R^{17f}$, $(CH_2)_rS(O)_2NR^{17f}R^{17f}$, $(CH_2)_rNR^{17f}S(O)_2R^{17b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17e};

R^{17d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{17e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{17c};

R^{17e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{17f}R^{17f}$, and $(CH_2)_r$phenyl;

R^{17f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

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R^{18}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qSH$, $(CHR')_qOR^{18d}$, $(CHR')_qSR^{18d}$, $(CHR')_qNR^{18a}R^{18a'}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)R^{18b}$, $(CHR')_rC(O)NR^{18a}R^{18a'}$, $(CHR')_qNR^{18a}C(O)R^{18a}$, $(CHR')_qNR^{18a}C(O)H$, $(CHR')_rC(O)OR^{18a}$, $(CHR')_qOC(O)R^{18b}$, $(CHR')_qS(O)_pR^{18b}$, $(CHR')_qS(O)_2NR^{18a}R^{18a'}$, $(CHR')_qNR^{18a}S(O)_2R^{18b}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{18c}, and a $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{18c};

R^{18a} and $R^{18a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{18e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{18e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{18f}R^{18f}$,

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$(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{18b}$, $(CH_2)_rC(O)NR^{18f}R^{18f}$, $(CH_2)_rNR^{18f}C(O)R^{18a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{18b}$, $(CH_2)_rC(=NR^{18f})NR^{18f}R^{18f}$, $(CH_2)_rS(O)_pR^{18b}$, $(CH_2)_rNHC(=NR^{18f})NR^{18f}R^{18f}$, $(CH_2)_rS(O)_2NR^{18f}R^{18f}$, $(CH_2)_rNR^{18f}S(O)_2R^{18b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18e};

R^{18d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{18e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{18c};

R^{18e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{18f}R^{18f}$, and $(CH_2)_r$phenyl;

R^{18f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

~~R^{19} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $C(O)R^{19b}$, $C(O)NR^{19a}R^{19a}$, $C(O)OR^{19a}$, and SO_2R^{19a}, a $(CHR')_r$ C_{3-10} carbocyclic residue substituted with 0-3 R^{16}, and a $(CHR')_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16},~~

AMENDMENTS TO THE CLAIMS

~~R^{19a} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(CR^{5'5}R^{5''})_t$ C_{3-10} carbocyclic residue substituted with 0-5 R^{1516} and a $(CR^{5'5}R^{5''5})_s$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616},~~

~~R^{19b} is selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(CR^{5'}R^{5''})_t$ C_{3-10} carbocyclic residue substituted with 0-5 R^{1516} and a $(CR^{5'}R^{5''})_s$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616},~~

~~m, at each occurrence, is selected from 1, 2, 3, 4, and 5;~~

n, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

o, at each occurrence, is selected from 1 and 2;

p, at each occurrence, is selected from 1 and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

q, at each occurrence, is selected from 1, 2, 3, 4, and 5;

AMENDMENTS TO THE CLAIMS

s, at each occurrence, is selected from 0, 1, and 2;

t, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5; and

u, at each occurrence, is independently selected from 0, 1, and 2.

~~v, at each occurrence, is selected from 0 and 1; and~~

~~w, at each occurrence, is selected from 0, 1, 2, and 3.~~

2. (CURRENTLY AMENDED) The compound of claim 1, wherein:

$R^{4'}$ is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

~~R^7, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qOR^{7d}$, $(CHR')_qNR^{7a}R^{7a'}$, $(CHR')_qC(O)R^{7b}$, $(CHR')_qC(O)NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}C(O)R^{7b}$, $(CHR')_qNR^{7a}C(O)H$, $(CHR')_qS(O)_2NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}S(O)_2R^{7b}$, $(CHR')_qNHC(O)NHR^{7a}$, $(CHR')_qNHC(O)OR^{7a}$, $(CHR')_qOC(O)NHR^{7a}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CHR')_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};~~

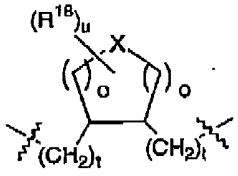
AMENDMENTS TO THE CLAIMS

~~alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;~~

~~R^{11} is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_tC(O)R^{11b}$, $(CH_2)_tC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11b}$, $(CH_2)_qNR^{11a}C(O)NHR^{11a}$, $(CH_2)_qNHC(O)NHR^{11a}$, $(CH_2)_qNHC(O)OR^{11a}$, $(CH_2)_qOC(O)NHR^{11a}$, C_{1-6} haloalkyl, a $(CH_2)_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

3. (PREVIOUSLY AMENDED) The compound of claim 2, wherein:

A is



; and

t is selected from 0, 1, and 2.

4. (ORIGINAL) The compound of claim 3, wherein:

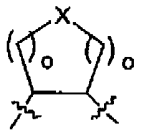
R^{17} is selected from H; and

R^{18} is selected from H.

AMENDMENTS TO THE CLAIMS

5. (PREVIOUSLY AMENDED) The compound of claim 4, wherein:

A is



6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, and $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

7. (PREVIOUSLY AMENDED) The compound of claim 6, wherein:

G is selected from $-C(O)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

8. (ORIGINAL) The compound of claim 7, wherein:

R^{16}, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2,

AMENDMENTS TO THE CLAIMS

CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF_3, and OCH_3;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

9. (PREVIOUSLY AMENDED) The compound of claim 8, wherein:

R^3 is selected from a $(CR^{3'}R^{3''})_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{15} and a $(CR^{3'}CR^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H;

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R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, and C_{1-6} alkyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

AMENDMENTS TO THE CLAIMS

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, $(CF_2)_rCF_3$, and OH.

10. (CANCELED)

11. (CANCELED)

12. (CANCELED)

13. (CANCELED)

14. (CANCELED)

15. (CANCELED)

16. (CANCELED)

17. (CANCELED)

18. (CANCELED)

19. (CANCELED)

20. (CANCELED)

21. (CANCELED)

22. (CANCELED)

23. (PREVIOUSLY AMENDED) The compound of claim 1 wherein the compound is selected from:

AMENDMENTS TO THE CLAIMS

N-(3-acetylphenyl)-*N'*-((3*S*,4*S*)-4-{[4-(4-fluorobenzyl)cyclohexyl]amino}tetrahydro-3-furanyl)urea.

24. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

25. (ORIGINAL) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (CURRENTLY AMENDED) A method for treating ~~or preventing~~ inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CURRENTLY AMENDED) A method for treating ~~or preventing~~ asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

28. (PREVIOUSLY PRESENTED) A pharmaceutical composition, comprising a pharamaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 9.

29. (PREVIOUSLY PRESENTED) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a

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therapeutically effective amount of a compound of claim 9.

30. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

31. (CURRENTLY AMENDED) A method for treating ~~or preventing~~ asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

32. (PREVIOUSLY PRESENTED) A method according to Claim 30, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, allergic colitis, eczema, conjunctivitis, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, and eosinophilic gastroenteritis.

33. (PREVIOUSLY PRESENTED) The method according to Claim 32, wherein the disorder is allergic rhinitis.

34. (PREVIOUSLY PRESENTED) The method according to Claim 32, wherein the disorder is atopic dermatitis.

35. (PREVIOUSLY PRESENTED) The method according to Claim 32, wherein the disorder is inflammatory bowel diseases.